

RECORDATION NO. 21125 FILED

**DONELAN, CLEARY, WOOD & MASER, P.C.**

DEC 31 '97

10-22AM

ATTORNEYS AND COUNSELORS AT LAW

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December 31, 1997

New Recordation No.

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of primary document, not previously recorded, entitled Memorandum of Lease ("Lease")

The parties to the enclosed Lease are:

Flex Leasing Corporation - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111

Railtex, Inc. - LESSEE  
Suite 200  
4040 Broadway  
San Antonio, TX 78209

The said Lease, among other things, acts to lease the equipment listed in Annex A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Annex A thereto.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 100 Flat cars CORP 9300-9399 as listed in Annex A"

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21092-A."

Enclosed is a check in the amount of forty-eight dollars (\$48.00) in payment of the filing fee (\$24.00) and the cross indexing fee (\$24.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from

*Quarter Parts of Harmon*

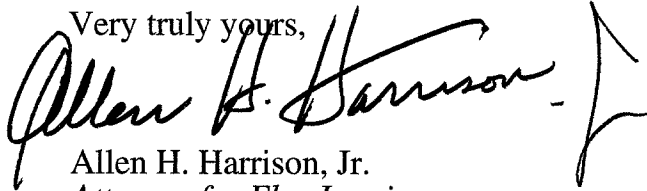
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SURFACE TRANSPORTATION  
BOARD

Letter to Vernon A. Williams  
December 31, 1997  
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the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", followed by a large, stylized flourish that extends to the right.

Allen H. Harrison, Jr.  
*Attorney for Flex Leasing  
Corporation, for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8357-020

ANNEX A

**Description of Equipment**

One Hundred (100) 73' Centerbeam Flat Railcars all of which are numbered as follows:

CORP9300 through and including CORP9399

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## MEMORANDUM OF LEASE

On October 6, 1997, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **RAILTEX, INC.**, a Texas corporation ("Lessee"), having its chief executive office at 4040 Broadway, Suite 200, San Antonio, Texas 78209 entered into a lease dated as of October 6, 1997 covering the railcars as identified in the attached Annex A.

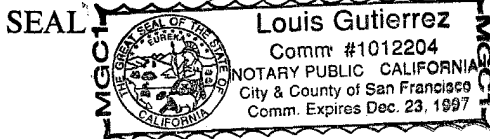
## FLEX LEASING CORPORATION

By: *D.P. Hayes*  
Printed Name D.P. Hayes  
Title President

STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

On this the 17<sup>th</sup> day of December, 1997, personally came before me Desmond P. Hayes, who, being by me duly sworn, says he is President of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 17th day of December, 1997.



*Desmond P. Hayes*  
Notary Public  
My commission expires: 12/23/97

## **ANNEX A**

### **Description of Equipment**

One Hundred (100) 73' Centerbeam Flat Railcars all of which are numbered as follows:

CORP9300 through and including CORP9399